

ONTARIO
SUPERIOR COURT OF JUSTICE

BETWEEN:

WANDA BOND

Plaintiff

- and -

BROOKFIELD ASSET MANAGEMENT INC., BROOKFIELD SPECIAL
SITUATIONS PARTNERS LTD., and 1439442 ALBERTA LTD.

Defendants

Proceeding under the Class Proceedings Act, 1992

NOTICE OF MOTION

The Defendants will make a motion before the Honourable Mr. Justice Perell on April 20, 2011 at 10 a.m., or so soon after that time as the motion can be heard, at 130 Queen Street West, Toronto, Ontario, M5H 2N5.

PROPOSED METHOD OF HEARING: The motion is to be heard orally.

THE MOTION IS FOR:

1. An Order setting aside service of the Statement of Claim on the Defendants on the ground that service outside of Ontario was not authorized by the Rules;
2. An Order dismissing or staying the action on the ground that the Ontario Superior Court of Justice lacks jurisdiction over the subject matter of the action;
3. In the alternative, an Order staying the action on the ground of *forum non conveniens*;
4. An Order awarding costs to the Defendants on a substantial indemnity basis; and

5. Such further and other relief as counsel may advise and this Honourable Court may permit.

THE GROUNDS FOR THE MOTION ARE:

1. The Defendants have not attorned to the jurisdiction of this Honourable Court;
2. Service of the Statement of Claim on the Defendants outside of Ontario was not authorized by the Rules;
3. The Ontario Court has no jurisdiction over the subject matter of the action;
4. The action relates to an oppression claim against a corporation incorporated under the Alberta *Business Corporations Act*, which defines the Alberta Court of Queen's Bench as the proper court to make orders to rectify matters relating to an oppression claim or dispute;
5. The action is brought by an apparent shareholder of a Calgary-based Alberta corporation (with Alberta directors, officers and employees) with respect to the transfer of Alberta assets pursuant to an Order granted by the Court of Queen's Bench of Alberta;
6. In the alternative, Ontario is not the convenient forum for the hearing of the action;
7. Section 106 of the *Courts of Justice Act*;
8. Rules 17.02, 17.06(1), 21.01(3)(a), 37 and 57 of the *Rules of Civil Procedure*; and
9. Such further and other grounds as counsel may advise and this Honourable Court may permit.

THE FOLLOWING DOCUMENTARY EVIDENCE will be used at the hearing of the motion:

1. The Affidavit of Rick Eng sworn November 18, 2010; and
2. Such further and other evidence as counsel may advise and this Honourable Court may permit.

DATED at the City of Calgary, in the Province of Alberta, this 9th day of March,
2011.

MACLEOD DIXON LLP
Barristers & Solicitors
3700 Canterra Tower
400 Third Avenue SW
Calgary, Alberta T2P4H2

Howard A. Gorman
Steven H. Leidl (28110R)
Allison G. Kuntz (L1-49827H)
Tel: 403-267-8222
Fax: 403-264-5973

Lawyers for the Defendants

TO: **Findlay McCarthy LLP**
Barristers & Solicitors
66 James Street, North
Hamilton, Ontario L8R 2K5

John W. Findlay
Tel. 905.526.8943
Fax. 905.526.8696

Co-lawyers for the Plaintiff

AND TO: **McDonald, Ross**
Barristers & Solicitors
9 Brant Road, South
Cambridge, Ontario N1S 2Wc

John W. McDonald
Tel: 519.622.0499
Fax. 519.740.6368

Co-lawyers for the Plaintiff